

EXHIBIT A

PHARMACEUTICAL SALES REPRESENTATIVE

Job Title: Pharmaceutical Sales Representative
Group: PCP 1-6
Department: Primary Care
Division: US Commercial Sales
Location:
Grade Level: 20 – 35 Dependent upon experience
Manager:
Class: Exempt
Travel: 50-80%
Posting Closes:

Job Duties:

This position will report to the Area Manager and is responsible for creating demand sales through the implementation and execution of national Aventis Pharmaceuticals sales strategies on a local level. PC Sales Representatives identify key influencers in the customer environment and interface with customers to present product features and benefits. Sales Representatives understand and address both business and scientific oriented needs.

Education & Training Requirements:

- Four year college degree required
- One – Two years successful sales experience preferred
- Aptitude for learning technical and scientific product-related information
- Valid drivers license

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EXHIBIT B

APR-18-05 10:00 AM SEAN FLANDERS

FBI MA 0174-0007

**FIELD SALES NEW HIRE
EMPLOYMENT INFORMATION FORM**
(PLEASE WRITE OR PRINT CLEARLY)

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~~CONFIDENTIAL~~ William M BYRD Bill Male ☒ Female ☐ SCN 10547
Full Name (First, MI, Last, Suffix) Preferred First Name (HR use only)

38 MEADOWVIEW ROAD MILTON, MA 02186 (617) 698-7252
Address City State Zip Code Home Phone Number

109-40-9915 10/29/48 USA _____ Handicapped? Yes / No (circle one)
Social Security Number Birthdate Citizenship Spouse's Preferred Name Vietnam Vet? Yes / No (circle one)

Minority? YES If Yes: ☒ Black _____ Hispanic _____ Asian _____ Alaskan/American Indian

Highest Degree Earned: B.S. Major: BUSINESS ADMINISTRATION

Emergency Notification:

Name (Relationship) WIFE 617 698 7254
Area Code/Phone #

38 meadowview rd, Milton, MA 02186
Address City State Zip Code

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Territory #: A725 Territory City: PLYMOUTH / CAPE COD / PCP2

Hire Date: 5/1/97 Starting Salary: \$ 55,000

Job Title: PROFESSIONAL SALES ASSOCIATE

Recruiting Source: ALAN LADD RECRUITING SHOW

District Manager: SEAN FLANDERS

Send Thinkpad to: SEAN FLANDERS

Cash Advance (limit \$1,000): \$ _____ Send to: _____

Relocating? Yes ☒ (No) (circle one) Preferred Airport: LGA

EXHIBIT C

AVENTIS PHARMACEUTICALS SAMPLE/PERSONAL USE POLICY

GENERAL POLICY:

Aventis Pharmaceuticals, in response to requests, provides prescription medicine samples including personal use, stock packages, indigent patient products, and coupons redeemed for prescription products to licensed practitioners, (hereinafter in this policy referred to as samples), primarily through our field sales force. This system is beneficial to patients, practitioners, and the health care system.

The Drug Sample Policy was developed in accordance with the Prescription Drug Marketing Act of 1987. The PDMA is a federal law enforced by the FDA that prohibits the sale, purchase, or trade of prescription drug samples, or offer to sell, purchase or trade samples. This Sample Policy is designed to reduce the potential for diversion of pharmaceutical samples into illicit markets, to detect such diversions, and to bring greater control to the current sample system by strengthening sound sample practices.

Sales associates are expected to fully comply with all Company, State, and Federal regulations with regard to the handling and distribution of samples. Samples of selected prescription products may be distributed through hand delivery or mail fulfillment.

In order to comply with the Prescription Drug Marketing Act of 1987, Aventis Pharmaceuticals has implemented the following policy to ensure proper distribution, recording, handling, and storage of all samples within the sales associates possession.

Specific Requirements:

Sample Shipment Confirmation

All sales associates are required to complete and transmit a Sample Shipment Confirmation through the TIM Sample Field System for each sample shipment received. Timing of this completion will be in accordance with the Sample Policy Procedure Manual. Only the sales associate or a designated adult person can sign for receipt of a sample shipment. Discrepancies in quantities received from quantities shipped must be documented on the bill of lading provided by the carrier. In addition, the actual quantity received must be recorded in the TIM Sample Field System as outlined in the Sample Policy Procedure Manual.

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Sample Storage and Location

Sales associates are responsible for maintaining effective controls and procedures to guard against theft and diversion of samples at all times. Samples must be stored under secure conditions that will maintain their integrity, stability, and effectiveness, while being free from contamination, deterioration, and adulteration. Recommended storage conditions can be referenced in the Sample Policy Procedure Manual.

Sales associates are required to complete a Sample Storage Location Verification Form in accordance with the Sample Policy Procedure Manual. If the storage location changes, a new verification form must be submitted to the Samples Accountability Department.

Sales associates' sample inventories are subject to inspection and verification by sales management or other authorized Aventis personnel at any time. Area Managers will audit each sales associate's storage facility at the time of the annual inventory audit.

Sample Transfers

Samples can be transferred to or from other Aventis sales associates. Area Manager approval is only required if samples are re-directed via common carrier (USF Worldwide). It is the responsibility of each sales associate to record all transfers as outlined in the Sample Policy Procedure Manual.

Distribution

The FDA requires that prescription drug samples, hand delivered by a sales associate, be delivered in response to a written request. Sales associates are to distribute prescription drug samples only to licensed practitioners (i.e., Medical Doctors, Doctors of Osteopathy, Doctors of Dental Surgery), and where licensed to prescribe and to receive samples in accordance with state law (i.e., Nurse Practitioners and Physician Assistants). A valid State License number and/or DEA number is required when sampling all practitioners. In accordance with FDA regulations, if Aventis is unable to validate the state license number and the DEA number, sampling is not permitted.

Prescription drug samples must not be provided to anyone not authorized to prescribe prescription drugs (i.e., pharmacists, consumers, etc.).

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*This policy supercedes all prior policies or procedures, written or unwritten, pertaining to the same or similar subject matters.

Distribution (cont)

Upon sales associate request, the Aventis Legal Department will review state legislation to ensure Mid-Level practitioners (i.e., Nurse Practitioners and Physician Assistants) can prescribe or receive samples. Samples Accountability will make available an authorized list of Mid-Level practitioners for each state. Samples are not to be distributed during conventions, displays, symposia, etc.

The FDA requires all sample request forms contain the following information:

1. Date
2. Practitioner's State License Number/DEA Number
3. Requesting Practitioner's Name and Address
4. Professional Designation (e.g. MD, DO, NP, PA, etc.)
5. Quantity and identity of sample requested
6. Name of manufacturer or distributor of sample
7. Signature of the requesting practitioner

8333Aventis requires that all sales associates personally witness the licensed practitioner sign the sample request.

If a personal use prescription drug sample is to be shipped from the distribution center directly to the medical practitioner's office, a written request must be received from the licensed practitioner prior to shipment. The same information must be obtained as is for samples delivered by hand. Reference the Sample Policy Procedure Manual for personal use ordering procedures.

Sales Associates are prohibited from mailing samples directly to licensed practitioners or to other sales associates. Sales associates are also prohibited from taking possession of samples at any time (i.e., to destroy outdated samples, transfer to another health care provider, or for any reason) once samples have been distributed to a licensed practitioner.

Sales Associate Inventory and Reconciliation

Sales associates must rotate samples by utilizing "first-in, first-out" procedures. This will ensure usage of samples with the earliest expiration date.

Sales associates are required to conduct an accurate inventory of all samples in their possession each quarter and record the inventory count in the TIM Sample Field System. Sales associates are required to call Samples Accountability if the inventory count cannot be recorded in the TIM Sample Field System. Documentation for sample variances will be sent to the Samples Accountability Department via e-mail (Kan Samples Variance).

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Sales Associate Inventory and Reconciliation (cont)

Other documentation explaining sample variances must be mailed or faxed to Samples Accountability.

Samples Department
Aventis Pharmaceuticals
SC3-220B
300 Somerset Corporate Blvd
Bridgewater, NJ 08807
Fax # = 908-243-6790

Audits

The Area Manager is required to conduct an annual inventory of all samples in the possession of his/her sales associates. In person, the Area Manager will record his/her associate ID number and complete a reconciliation in the sales associate's TIM Sample Field System. Samples Accountability will reconcile the results of the Area Manager inventory against the prior inventory(ies) conducted by the sales associate.

Area Manager and random audits will encompass the following:

1. Sample Storage Conditions
2. Sample Inventory Count
3. Records and Forms on File

Additional audits outside of sales and marketing may be conducted at random. These audits may be unannounced for sales associates and the Samples Accountability Department.

Reporting Significant Variances

Aventis Pharmaceuticals has established the following significant variance policy:

- Confirmed variance greater than 5% of the Manufacturer Suggested Price (5% = Inventory Count Aventis has on Record at the Time of the Area Manager Audit).

Or

Variance greater than 1 case

- Aventis significant variance threshold is captured on a product configuration basis.

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Reporting Significant Variances (cont)

Samples Accountability will notify sales associates who have confirmed variances as outlined above. Sales associates will have a specified time period to explain variances to Samples Accountability.

After the explanation period has ended, sales associates remaining with a significant loss will be reported to Commercial Compliance. Commercial Compliance will evaluate the need to conduct a "for-cause" audit.

Sales associates who have a confirmed positive and/or negative variance will be reported to line management and Human Resources. In addition, sales associates who have a confirmed significant loss will be reported to the FDA.

Damaged/Out-of Date Samples

Sales associates are to return damaged or out-of-date samples to the Aventis Distribution Center in Kansas City. The return must be recorded in the TIM Sample Field System as outlined in the Sample Policy Procedure Manual. Samples must be returned to the following address:

Aventis Pharmaceuticals
Attn: Sample Return
8333 Hickman Mills Drive
Kansas City, Mo 64132

Theft/ Misplaced/ Lost Samples

Aventis Pharmaceuticals is required to report all stolen, misplaced or lost samples to the FDA within 5 working days. Therefore, if samples are stolen, misplaced, or lost, immediate notification by phone to Samples Accountability is required. This loss must be recorded in the as "stolen samples." Reference the Sample Policy Procedure Manual for recording instructions. Documentation for stolen, misplaced or lost samples must be sent via e-mail to Samples Accountability (Kan Stolen Samples).

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Investigation and Notification Requirements

I. Falsification of Drug Sample Records:

- Samples Accountability will immediately contact Commercial Compliance if there is reason to believe that any person has falsified drug sample requests, receipts and records or is diverting drug samples.
- Commercial Compliance must notify the FDA by telephone or in writing within 5 working days of becoming aware of the incident.
- Samples Accountability and Commercial Compliance will immediately initiate an investigation and provide the FDA with a complete written report, including the reason for, and the results of the investigation, no later than 30 days after the date of the initial notification.

II. Significant Loss or Known Theft of Drug Samples:

- Samples Accountability will immediately notify Commercial Compliance when becoming aware of a known theft or significant loss of drug samples.
- Commercial Compliance will notify the FDA by telephone or in writing within 5 working days of the known theft or significant loss.
- Commercial Compliance in conjunction with Samples Accountability and Security will provide the FDA a written report, including the reason for, and the results of the investigation, no later than 30 days after the date of the initial notification.

Record Keeping

The FDA requires sales associates maintain for 3 years, plus current year from the date of occurrence, the following records:

- A copy of Sample Request, Personal Use Request and Mail Fulfillment Request Forms (when used to capture signatures).

Each associate will be responsible for sending the original Sample Request, Personal Use Request and Mail Fulfillment Request Forms to Samples Accountability.

- **Failure to mail original Sample Request Forms to Samples Accountability could result in disciplinary action.**

Samples Accountability will maintain the following records for 3 years plus current year from the date of occurrence:

- Original Sample Request Forms.
- Documentation for explained variances.

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Record Keeping (cont)

- A copy of the shipping receipt from the carrier including the number of cases shipped.
- Stolen sample documentation (i.e., police reports).

Accountability For Sample Violations

All sales associates and Area Managers will be held accountable for following all sample policy requirements. Area Managers will also be responsible for training and ensuring all sales associates comply with the Sample Policy. Compliance with the sample policy is a consideration in evaluating performance. Disciplinary action, up to and including termination, may occur for sample policy violations.

Cooperation With Government Officials

If contacted or approached by a government official, immediately contact Samples Accountability as outlined in Policy 508. Cooperation with these officials will ensure your personal protection. Aventis Pharmaceuticals will notify the appropriate government authority of any known falsification of records, sample thefts, sample diversion and significant loss of samples. Records maintained as previously outlined will be made available to appropriate government authorities as requested and required by law.

Qualification Criteria

All Aventis sales associates are accountable for adhering to the Sample Policy. The privilege of hand sampling is at management's discretion, based upon each sales associate's ability to comply with the Sample Policy. Any deviation or infraction from the Sample Policy could result in criminal and disciplinary penalties for associates and civil penalties for Aventis Pharmaceuticals.

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EXHIBIT D

PROMOTIONAL GUIDELINES POLICY

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Policy No. 002

Date: 10/07/98

TO: All US Commercial Associates

FROM: John Kelley

SUBJECT: Promotional Guidelines Policy

Our commitment is to stay in strict compliance with FDA regulations and requirements. It is our intent to stay within the spirit of the guidelines endorsed by the American Medical Association and the Accreditation Council of Continuing Medical Education.

You are responsible for the promotional efforts within your territories and the purpose of policy 002 is to protect you and the corporation from potential legal liability, and to prevent potential embarrassment in the media from unapproved promotional activity. This responsibility includes knowing and complying with the promotional guideline policy 002. Lack of knowledge on policy is not acceptable as an excuse. Take the necessary time to read and understand policy 002 as it will affect your day-to-day promotional activities.

Questions concerning the policy should be addressed to your managers.

Thanks for your compliance with this policy. Taking "the high road" will serve us well with our customers.

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II. Aventis Pharmaceutical Corporate Policy on Relations with Health Care Professionals

III. US Commercial Sales Call Policy

IV. Clinical Reference Studies/Articles

V. Homemade Materials or Materials for Local Use

VI. Gifts for Health Care Professionals

VII. Regional Speaker Programs

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4. Restriction III-Copy Approved for distribution, not promotion. These articles must be copy approved prior to being left with the health care provider and must not be used for promotion. These articles must bear the following language on the face of the reprint: "This reprint contains information that has not been approved by the FDA relative to a product provided by Aventis Pharmaceutical.

D. The Management and Technical Training department will distribute a list of clinical reference articles periodically.

V. HOMEMADE MATERIALS OR MATERIALS FOR LOCAL USE

A. Use of homemade promotional or sales training materials that are not copy approved is a violation of company policy. The US commercial Strategy is execution of national/core business tactics thus development of local material should not be encouraged.

B. Occasionally there may be special opportunities that require banners/signs or ads for events. These must be copy approved prior to use if they mention a product.

C. The procedure for submitting local use materials for copy approval is:

1. Discuss the need with your manager
2. Send the material in draft form to Aventis Pharmaceutical Advertising Department.
3. The Aventis Pharmaceutical Advertising Department, in conjunction with the Copy Approval Committee will determine if the material is appropriate for submission.
4. If materials are accepted the Advertising Department will inform you of the copy approval status.
5. Materials may not be used until the copy approval process has been completed. The process is complete when **finished materials** have been reviewed and released by Copy Approval

D. You may not photocopy or otherwise reproduce promotional materials that come from the home office, whether currently in TAS or not, unless the reproduction is resubmitted for copy approval.

VI. GIFTS

A. Gifts to health care professionals are to be modest in value, as defined by your management team. All gifts must be consistent with the provisions of the Business Conduct Policy. Exceptions are to be approved by your Director level management. When considering giving a gift to a health care professional: ask yourself, "Would I or

Aventis Pharmaceutical be embarrassed if the gift were disclosed to the public?"

B. Gifts containing the product name, logo or other product information must be copy approved prior to distribution. Pens, golf balls and similar items with product logos are considered by FDA to be promotion and must be submitted for copy approval through your District Manager.

C. Cash, personal checks and gift certificates are not permitted.

D. Gifts are not to be used to improperly influence the health care professional.

E. Medical Textbooks and other purchased gifts (brochures, videos, audio cassettes, anatomical models, charts, etc) may be given to health care professionals without copy approval if the following conditions are met:

1. There is no mention of any Aventis Pharmaceutical product.
2. There is no mention of any Aventis Pharmaceutical competitive products.
3. There is no mention of any Aventis Pharmaceutical product disease state.

o If these criteria are not met, then the item must be submitted for copy approval. Send the book to Promotional Guidelines Advocate at K2-M1032 "for copy approval". It will be submitted and you will be notified via voice mail of the status in about 10 working days of receipt.

F. Preprinted prescription pads may be distributed to physicians in response to an individual request as long as the pads meet the following requirements:

1. All listed dosages are within dosing administration contained in the product labeling. Contact your local pharmacist for proper prescription format.
2. The preprinted prescription pads meet all state requirements. Contact your state's pharmacy board for applicable laws.

G. Gift baskets, flowers, and similar types of gifts are acceptable. The maximum expenditure for gifts of this type is \$50.

Expense Report Example:

Topic: Text for Dr Wright Description: Copy Approved Harrison's IM

VII. REGIONAL SPEAKER PROGRAMS

Independent with or without CME Programs

A. Letter of Independence (LOI) - Aventis Pharmaceutical sales associates will adhere to the LOI, summarized here:

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2. Attendees may not receive honoraria or be compensated for travel or lodging.
3. Speaker honoraria maximum is \$1,200. Try to strike the best price. If honoraria above \$1,200 your district manager's approval is required.
4. Honoraria are never paid with cash or personal checks. All requests must come through the RSP Service Center via the electronic honoraria function on your computers.
5. Speaker travel expenses are reimbursed to the speaker through the electronic honoraria function on your computers. Print a copy of the request for your files.
6. Instructions on use of the electronic honoraria may be found in the TIM User's Guide.

B. Meals in conjunction with an RSP:

1. Meal prices per person are to be kept modest: Breakfast=\$25, Lunch=\$35, Dinner=\$75.
2. Spouse meals are acceptable if they fall within the meal price guidelines.

C. Payments to vendors may only encompass expenses associated with the speaker program (i.e., room rental, meals, beverages, etc).

D. Social events in conjunction with a speaker program:

1. It is appropriate to pay for modest social activities (golf, tennis, theater, baseball games, football games, musicals, plays, etc) in conjunction with a one or two-hour speaker program.
2. A modest social activity is \$100 or less per person excluding meals. It is acceptable to pay for a modest social activity for a guest.
3. Activities including more than 1 guest (i.e. families) are acceptable (zoo, movie, art gallery etc.) if the cost per person is generally less than \$35.
4. Invitation design and print must focus more on the educational part of the program rather than the social aspects.

E. All events must be consistent with the provisions of the Business Conduct Policy.

VIII. GRANTS

- A. Grants may be given to institutions or professional organizations provided that the below listed guidelines are followed.

B. All grants to clinical decision makers require a Letter of Independence. Retain LOIs in your files for three years.

C. Grants are never paid with your cash or personal check. Grant requests are submitted via your computer to the home office.

D. Grants must support medical education, patient education, professional development, professional society activities or patient benefit.

E. Grants must not be used to provide personal financial benefit to the health care professional or be used to improperly influence him/her.

F. Grants are never paid to individuals. Grants are always paid to institutions or organizations (hospitals, HMOs, foundations, professional societies, etc).

G. All grant requests require an explanation in the topic/description column or they will be returned.

H. Grants may be given to teaching hospital departments on behalf of residents/fellows to attend their annual national or regional specialty meetings (ie, American College of Cardiology, etc).

I. LOIs for grants may be found in Attachment A.

IX. OTHER GROUP SELLING EVENTS

A. CVT

1. Videotape must be copy approved.
2. Discussion must be within approved labeling.
3. Modest meals are acceptable.

B. Roundtable

1. Discussion must be within approved labeling.
2. Modest meals are acceptable.

C. Displays/Exhibits

1. Display material must be copy approved.
2. Comply with all legal hospital/symposia rules for displaying.
3. Discussion must be within approved labeling.

4. Modest food and refreshments are acceptable.

A. Customer Entertainment - Due to the time constraints encountered by health care professionals during the course of a normal day, it may be appropriate to schedule time for a modest social activity with a health care professional, or a small group outside the office. Before scheduling these activities approval should be received from your District Manager. When approval is received, all activities must comply with the cost guidelines outlined in this policy. (all costs are per person) Breakfast \$25, Lunch \$35, Dinner \$75, Social Activity \$100

B. All group selling expenses on your expense report require the "topic", "explanation" and "number of attendees" portions to be filled in on your computers.

Expense report example: You hold a lunch for a doctors office discussing Allegra.

Topic: Allegra for seasonal allergic rhinitis

Explanation: Discussed Day study

Expense report example: You take three doctors out for a round of golf.

Topic: Customer Entertainment

Explanation: 3 MDs golfing

X. CUSTOMER CO-MARKETING MATERIALS

A. Any customer developed detail materials or letters which Aventis Pharmaceutical funds, edits, scripts, reproduces, distributes or details with must be copy approved by Aventis Pharmaceutical before the materials can be utilized (e.g., HMO formulary detail pieces, letters announcing formulary status, price comparisons, etc).

B. Submission procedures for co-marketing materials are:

1. Associate sends material to Aventis Pharmaceutical Advertising before using.
2. Aventis Pharmaceutical Advertising will submit to copy approval and materials may be used once copy approval process is complete.
3. If submitted, Aventis Pharmaceutical Advertising will inform of approval/disapproval status.

XI. CUSTOMER CORRESPONDENCE

Individual correspondence from a sales associate to a health care professional is

requested by the Sponsor, but no attempt should be made to influence program content.

D. It is acceptable for a sales representative to distribute program brochures at the written request of the Sponsor if it is within approved labeling. Professional Education must have received a written request from the Sponsor to assist in distribution.

XX. VIOLATIONS POLICY

A. Sales Standard Operations Manual, policy 002, is in effect to protect you and the corporation from criminal liability.

B. Ignorance of policy is not acceptable as an excuse. You are responsible for knowing and complying with all aspects of policy 002.

C. Aventis Pharmaceutical will not tolerate promotional guideline violations. When promotional guideline violations occur, the associate can expect disciplinary action up to and including termination.

XXI. CLARIFICATION OF PROMOTIONAL GUIDELINES POLICY

A. Your manager is the focal point for any questions or concerns about promotional guideline policy.

B. Sales associates should not call home office for guidance. If a promotional guideline issue is still unresolved after consultation with your manager, then your manager will call US Commercial Operations for advice and assistance.

XXII. COMPETITOR MATERIALS THAT ARE VIOLATIVE OF FDA/AMA GUIDELINES

A. If you find competitive materials that appear to be in violation of FDA or AMA guidelines, send these materials to US Commercial Services, Promotional Guidelines Advocate, K2-M1216. Appropriate home office associates will be copied.

XXIII. COST GUIDELINES

A. Modest meals for health care professionals:

Breakfast \$25

Lunch \$35

Dinner \$75

B. Modest social event for health care professionals: \$100 per person, per day excluding meals

XXIV. EXCEPTIONS TO THE PROMOTIONAL GUIDELINE POLICY

Exceptions to the Promotional Guideline Policy should be rare and under special circumstances. Exceptions require prior approval by Director level management. The Director must copy approval of exceptions to the Promotional Guideline Advocate.

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EXHIBIT E

2004/03/18

1. Operation

A. Use of Company Vehicles

The Company provides Company Vehicles for use by Drivers on Company Business; however, Drivers are permitted to use their respective vehicles for personal use. Drivers must have a valid driver's license to operate any vehicle for any purpose.

B. Authorized Drivers

Other Authorized Drivers are authorized to drive the Company Vehicle for personal, not business use, provided they have a valid driver's license and a current Motor Vehicle Record on file. No person, other than Drivers and Other Authorized Drivers, is authorized to operate any Company Vehicle.

C. Owner's Manual

Upon delivery of a new vehicle, the dealer will give the Driver an owner's/operating manual and other documents. The Driver must read all manuals/documents carefully and abide by the manufacturer's recommendations.

Driver Safety

Drivers and Other Authorized Drivers must always operate the vehicle in a safe manner adhering to state and local laws pertaining to the operation of a motor vehicle and to the Company Safety Policy Section of this Driver's Manual.

E. Maintenance Brochure

Each Company Vehicle is automatically enrolled in the ARI Vehicle Maintenance Program and each Driver will receive a WEX Service Card and PIN number. A maintenance brochure accompanies the WEX Service Card and outlines the procedures to follow to obtain the best possible performance from the vehicle. Call ARI at 1-866-AVENTIS if there are any questions about the proper use of the WEX Service Card.

e. State the accident occurred while conducting company business

10) For a non-work-related injury

- a. Seek medical help
- b. Present medical insurance identification card to attending physician

9. Service of Legal Papers, Summons, Complaints, Etc.

There is always the possibility that "third party" injuries or damages resulting from an accident in which you are involved cannot be reasonably settled without a civil lawsuit.

In such situations, you, as the operator of the vehicle may be named as a defendant along with the Company (or sometimes without the Company). The service of legal papers in such a suit may take several forms. It may be a summons in which you are summoned to appear in court to answer a complaint, or it may be a summons and complaint in which you are not only summoned to appear but are also given the full particulars of the complaint against you.

Once such documents have been served to you, it is imperative that you fax these documents to the Aventis Fleet Department at (908) 243-7433 and mail the originals to Aventis Pharmaceuticals, 300 Somerset Corporate Blvd., Mailstop # SC3-2-0314, Bridgewater, NJ 08807-2854.

10. Parking Tickets

Parking tickets and fines are the responsibility of the Driver and should be paid immediately. Unpaid tickets on Company vehicles are billed to the Company. If the Company is billed, any resulting penalties and service fees will be charged to the Driver. If fines are unpaid after (30) days, the Area Manager will be notified. If fines are unpaid after (60) days, the Regional Director and the Human Resource Manager will be notified.

11. Parking Fees

Aventis Pharmaceuticals will pay fees for parking meters, highway and bridge tolls, ferry charges, and parking lots when it is necessary for conducting Company business. These expenses can be submitted on your expense report along with required receipts. Any fines or penalties assessed for illegal or improper parking are solely the Driver's responsibility.

III. POLICY FOR HIGH RISK DRIVERS

PURPOSE:

To protect Drivers and the public, this policy was created to encourage Drivers to drive safely and if necessary, discipline those who have demonstrated a history of unsafe driving. This policy shall define both the acts that will prompt disciplinary action, and the nature of that disciplinary action.

SCOPE:

This policy applies to all Drivers.

1. Deductible Charges

Drivers will be responsible for reimbursing the Company a deductible amount for damage to the Company Vehicle as the result of a "hit while parked" accident/incident, or preventable accident (refer to Section IV of this manual for Guidelines to Determine the Preventability of a Motor Vehicle Accident) whether or not the Driver was operating the Company Vehicle. The deductible charges will be:

No deductible will be applied for the first accident/incident;
Actual damages up to \$300 for the second accident/incident within a three-year period;
Actual damages up to \$600 for the third accident/incident within a three-year period.

No deductible will be applied to any damage resulting from a non-preventable accident.

2. Unsafe Driving

- a. Driving records of ALL Drivers and Authorized Drivers will be subject to review for unsafe driving incidents and other unacceptable practices, including but not limited to:

Non-Moving Violation Group	Points
a. Equipment Misuse	1
b. Seatbelt / Equipment Regulation Violation	1

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c. Failure to Pay Assessment or Fine	1
d. Financial Responsibility/Insurance ID	1
e. Failure to Appear or Comply	1
f. Littering	1
g. Miscellaneous Non-Moving Violation	1
h. Violation of Restriction (Suspended / Revoked)	2
i. Misrepresentation of any facts concerning an accident	5

Moving Violations (Minor) Group

a. Defective Equipment	2
b. Following Improperly	2
c. Improper Lane Change	2
d. Illegal Passing	2
e. Failure to Yield Right of Way	2
f. Failure to Observe Signs or Control Devices	2
g. Failure to Properly Signal Intentions	2
h. Illegal Turns	2

Speeding Group

a. Speeding: 1 - 9 Over Posted Limited	2
b. Speeding: 10 - 20 Over Posted Limited	3
c. Speeding: 21 - 30 Over Posted Limited	4
d. Speeding: Over 30	5

Major Moving Violations Group

a. Wrong Way, Side, or Direction	3
b. Reckless, Careless, or Negligent Driving	4
c. Fatality Due to Violation	6
d. Felony	6
e. Driving while Intoxicated / Under the Influence (DUI / DWI)	6

Accidents Group

a. Accident: Non-Contributory	1
b. Accident: Contributory	4
c. Hit and Run	5

Restricted Privileges Group

a. Suspension/Revoked/Canceled/Disqualified due to Prior Major Violation	
b. Reinstated	2
c. Re-Suspended	2

Note: Any convictions of violations of motor vehicle laws that are contested by the

Driver will remain in The Company's Driver History Report until the Driver submits satisfactory proof of reversal or expungement as a result of legal proceedings.

- b. An accumulation of 5 points during any 3-year period will result in a referral to the Area Manager and Human Resources for appropriate remedial and disciplinary action. Some of the actions that may be considered include:
- 1) Individual defensive driving class
 - 2) Training through a local law enforcement agency, private agency or the National Safety Council.
 - 3) Referral to Employee Assistance Program may be recommended during the conference.
 - 4) Disqualify for individual sales awards.
 - 5) Attendance in a "One-on-One" Driver Training Course.
 - 6) Disciplinary action up to and including termination

NOT WITHSTANDING ANY LANGUAGE IN THIS POLICY TO THE CONTRARY, THE COMPANY RESERVES THE RIGHT TO IMPOSE UPON DRIVERS ANY FORM OF DISCIPLINE (UP TO AND INCLUDING TERMINATION OF EMPLOYMENT) WHICH THE COMPANY, IN ITS SOLE DISCRETION, DEEMS APPROPRIATE.

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F. Maintenance and Repairs

The Driver is responsible for the normal, regular maintenance of the vehicle. The costs of maintenance and repairs for normal and reasonable use of the vehicle are entirely borne by the Company. However, all expenses beyond the ARI coupon book must first be approved by ARI by calling 1-866-AVENTIS. An ARI Service Specialist is available to assist you 24 hours a day, 7 days a week. Any cost resulting from improper use of the vehicle (e.g., lack of preventive maintenance, interior reconditioning costs unrelated to normal wear and tear) will be charged back to the employee.

G. Service Centers

Drivers should only contact a dealer for repairs covered by the warranty. Regularly scheduled maintenance should be done at a national account location (Goodyear, Firestone, etc.) or a reputable repair facility authorized by ARI or the Fleet Department. Your ARI maintenance brochure identifies the national account facilities. For repairs and maintenance items not included in the preventive maintenance booklet, please contact ARI for assistance with necessary repairs at 1-866-AVENTIS.

H. Gasoline - WEX Fuel Card

Subject to the provisions of the paragraph below entitled "Personal Use", the Company will reimburse Drivers for gasoline purchases. The Driver should use regular, unleaded gasoline at self-service pumps and charge to the WEX service card. Gasoline purchases while on vacation or short-term disability are the responsibility of the Driver. The WEX fuel card is assigned to the vehicle, and the PIN # is assigned to the associate. If a driver leaves Aventis, the fuel card **STAYS** with the vehicle. When the vehicle is reassigned to a new driver, ARI will issue a new PIN #. When a vehicle is replaced, ARI will issue a WEX card for the new vehicle; however, the PIN # remains the same.

I. Car Washes/Vehicle Detailing

The Company will pay for two car washes per month at nominal costs. When possible, include car washes with gasoline purchases to allow for the expense to be charged to your WEX fuel card. If you purchase car washes at other facilities, the expense should be charged to your American Express card.

The Company expects Drivers to maintain the vehicle appropriately; vehicle detailing is not an approved Company expense.

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J. Emergency Roadside Assistance

Call ARI at 1-866-Aventis if you need:

- A roadside flat tire changed
- A jump-start because of a dead battery
- Out-of-gas fuel delivery
- Lockout assistance
- Towing

Help will be dispatched immediately, 24 hours a day, 365 days a year.

K. Rental Vehicles

1. ARI will assist drivers to arrange for a full size, Enterprise rental vehicle to temporarily replace an assigned fleet vehicle. Please call ARI at 1-866-AVENTIS. Aventis is self-insured and our policy is to waive any additional coverage for rentals.
2. If you use a rental vehicle for personal use that is non-business related and you do not have a personal car insurance policy, you should consider buying the additional insurance coverage that is offered by the rental agency.
3. For all other rentals, please refer to the Aventis Travel Web for policies and procedures on car rentals for travel.

Aventis Travel Web

<http://siteprdwww.brw.hmrag.com/travel/>

L. Driver's "Walk-Around" Safety Inspection

Drivers should inspect the vehicle monthly to ensure that all lights and signals are working properly and tires, including the spare, are properly inflated. A Vehicle Inspection Checklist "Walk-Around" Report (Appendix A) should be completed and submitted to your manager quarterly.

Vehicle Inspection Checklist: (Appendix A)

http://kanswww.kan.hmrag.com/uscomservices_fleetsafety/driversmanual3/vehicleinspectionchecklist.doc

M. Business and Personal Use Mileage Reporting

The Paymail system will be used for mileage reporting, and Drivers must report the total business and personal miles on each Expense Report.

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N. Personal Use of Company Car

The use of a Company car (including Company-provided rental vehicles) assigned to an individual employee is permitted for non-business use and vacations. Effective with the assignment of a company car, the employee is subject to a monthly personal use deduction. This fee is calculated based on the value of the vehicle, gasoline, other related expenses and the percentage of personal use. The personal use fee is deducted automatically from each paycheck. The Company may change the personal use fee at any time upon a thirty (30) day written notice to the Driver.

Personal mileage includes all driving that is not for a business purpose, such as evenings and non-working days such as vacations, holidays, weekends and leaves of absence.

To cancel these deductions (e.g., due to a change in job status or other event that results in the associate not participating in the Fleet program, the associate should notify the Aventis Fleet Department.

O. Changing Vehicles

In order to maintain the integrity of our database, drivers must retain the vehicle to which they are assigned. Swapping vehicles is strictly prohibited. If you are a new driver and are assigned to an existing fleet vehicle, it is your responsibility to insure it has the proper and current documentation (registration, inspection stickers, insurance ID card, WEX fuel card). If they are not in order, contact ARI at 1-866-AVENTIS.

P. Transferring to Another Location

If your name or address changes, contact ARI at 1-866-AVENTIS to report your new information so that renewal of registration and any subsequent titling procedures can proceed. If you move to a different state, you must get a driver's license from your new state.

2. Vehicle Selection

Vehicles provided for Company Drivers are chosen according to the following criteria: safety, costs, comfort, durability, availability of service, manufacturer's warranty and resale value.

Each model year, Fleet and Sales Management determine which vehicles and equipment options will be available to Drivers whose vehicles are due to be replaced. These

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II. EMPLOYEE MOTOR VEHICLE SAFETY POLICY

Responsibility

It is the responsibility of each Driver to ensure that Company Vehicles are not driven or operated by anyone except in accordance with this policy. Failure to comply with the above policy may result in the revocation of Company driving privileges, as well as appropriate disciplinary action up to and including termination.

Each Manager or Direct Supervisor is responsible for appointing a Safety Coordinator for their region to heighten safety awareness of Drivers assigned to their respective business units. Reference material is available on the Fleet intranet site.

The Fleet Department is responsible for administration of the Motor Vehicle Safety Policy, including maintenance of fleet and safety training records. The Fleet Safety Specialist will post quarterly reports indicating accident performance and safety compliance on the Fleet intranet site:

<http://kanswww.kan.hmrag.com/fleet/05fleet.safety.html>.

Purpose

It is the policy of the Company to promote the safety and well being of its employees and the public through the following procedures for the safe operation of motor vehicles. This attempt to reduce the impact of motor vehicle accidents and injuries shall be a commitment of all Drivers.

Scope

This policy covers the safe use and operation of vehicles by all Drivers. Drivers are to ensure that Other Authorized Drivers comply with the Safety Procedures contained in this Policy while operating a Company Vehicle.

1. Safety Procedures

- a. Drivers are to comply with all motor vehicle traffic laws, including but not limited to, laws relating to driving while intoxicated and driving under the influence.
- b. Safety Belts must be worn at all times. The operator of the vehicle is responsible for